

UNITED STATES DISTRICT COURT

DISTRICT OF MARYLAND

ROY T. LEFKOE, On Behalf of Himself and	)	No. 1:06-cv-01892-WMN
All Others Similarly Situated,	)	<b>(Consolidated)</b>
	)	
Plaintiff,	)	<u>CLASS ACTION</u>
	)	
vs.	)	NOTICE OF PROPOSED SETTLEMENT OF
	)	CLASS ACTION
JOS. A. BANK CLOTHIERS, INC., et al.,	)	
	)	
Defendants.	)	EXHIBIT A-1
	)	
_____	)	

*If you purchased common stock in Jos. A. Bank Clothier, Inc. (“Jos. A. Bank or the “Company”)<sup>1</sup> during the period between December 5, 2005 and June 7, 2006, inclusive (the “Class Period”) and are not otherwise excluded from the Class (see Question 6 below), you could get a payment from a class action settlement.*

A federal court authorized this Notice. This is not a solicitation from a lawyer.

**Security and Time Period:** Jos. A. Bank common stock (symbol “JOSB”) purchased between December 5, 2005 and June 7, 2006, inclusive.

**Settlement Fund:** \$4 million in cash plus any interest earned. Your recovery will depend on the timing of your purchases and any sales of Jos. A. Bank common stock during the Class Period. Based on the information currently available to Lead Plaintiff and the analysis performed by its damages consultant, it is estimated that if Class Members submit claims for 100% of the shares eligible for distribution under the Plan of Allocation (described below), the estimated average distribution per share will be approximately \$\_\_\_\_\_ before deduction of Court-approved fees and expenses, including the cost of notifying members of the Class and settlement administration. Historically, actual claims rates are less than 100%, which result in higher distributions per share. A Class Member’s actual recovery will be a proportion of the Net Settlement Fund determined by that claimant’s recognized claim as compared to the total recognized claims of all Class Members who submit valid Proof of Claim and Release forms (“Proof of Claim”).

**Reasons for Settlement:** Avoids the costs and risks associated with continued litigation, including the danger of no recovery.

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<sup>1</sup> This Notice incorporates by reference the definitions in the Stipulation of Settlement dated January 28, 2010, and all capitalized terms used, but not defined herein, shall have the same meanings as in the Stipulation of Settlement.

**If the Case Had Not Settled:** Continuing with the case could have resulted in loss at summary judgment, trial or on appeal. The two sides vigorously disagree on both liability and the amount of money that could have been won if Lead Plaintiff prevailed at trial. The parties disagree about: (1) the method for determining whether the price of Jos. A. Bank common stock was artificially inflated during the relevant period; (2) the amount of any such alleged inflation; (3) that there was any wrongdoing on the part of Defendants, including whether there was any inaccuracy in the reporting of Jos. A. Bank's financial results during the relevant period and whether Defendants acted recklessly or intentionally in reporting Jos. A. Bank's financial results during the relevant period; (4) the extent that various facts alleged by Lead Plaintiff influenced the trading price of Jos. A. Bank common stock during the Class Period; and (5) whether the facts alleged were material, false, misleading or otherwise actionable under the federal securities laws.

**Attorneys' Fees and Expenses:** Court-appointed Lead Plaintiff's counsel will ask the Court for attorneys' fees of \_\_\_\_% of the Settlement Fund and expenses not to exceed \$\_\_\_\_\_ to be paid from the Settlement Fund plus interest. Lead Plaintiff's counsel have not received any payment for their work investigating the facts, prosecuting this Litigation and negotiating this settlement on behalf of the Lead Plaintiff and the Class. If the above amounts are requested and approved by the Court, the average cost per share will be \$\_\_\_\_\_.

**Deadlines:**

Submit Claim: \_\_\_\_\_, 2010

Request Exclusion: \_\_\_\_\_, 2010

File Objection: \_\_\_\_\_, 2010

**Court Hearing on Fairness of Settlement:** \_\_\_\_\_, 2010

**More Information:** [www.\\_\\_\\_\\_\\_.com](http://www._____.com) or

Claims Administrator:

*Jos. A. Bank Securities Litigation*  
RSM McGladrey, Inc.  
Post Office Box \_\_\_\_\_  
Blue Bell, PA 19422  
1-800-\_\_\_\_\_

Lead Plaintiff's counsel:

Jack Reise  
Coughlin Stoia Geller  
Rudman & Robbins LLP  
120 East Palmetto Park Road, Suite 500  
Boca Raton, FL 33432  
1-561-750-3000

- Your legal rights are affected whether you act, or do not act. Read this Notice carefully.

**YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:**

**SUBMIT A CLAIM FORM**

The only way to get a payment.

**EXCLUDE YOURSELF**

Get no payment. This is the only option that may allow you to participate in another lawsuit against the Defendants for the legal claims in this case.

**OBJECT**

You may write to the Court if you do not like this settlement, the request for attorneys' fees and expenses, or the Plan of Allocation.

**GO TO A HEARING**

You may ask to speak in Court about the fairness of the settlement.

**DO NOTHING**

Get no payment. Give up rights.

- These rights and options — *and the deadlines to exercise them* — are explained in this Notice.
- The Court in charge of this case must decide whether to approve the settlement. Payments will be made if the Court approves the settlement and, if there are any appeals, after appeals are resolved. Please be patient.

## **BASIC INFORMATION**

### **1. Why did I get this notice package?**

You or someone in your family may have purchased Jos. A. Bank common stock between December 5, 2005 and June 7, 2006, inclusive.

The Court directed that you be sent this Notice because you have a right to know about a proposed settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the settlement. If the Court approves it and after any objections or appeals (if there are any) are resolved, the Claims Administrator appointed by the Court will make the payments that the settlement allows.

This package explains the lawsuit, the settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the United States District Court for the District of Maryland, and the case is known as *Roy T. Lefkoe v. Jos. A. Bank Clothiers, Inc., et al.*, No. 1:06-cv-01892-WMN. The group that leads the Litigation, Massachusetts Labor Annuity Fund (“Massachusetts Labor”), is called Lead Plaintiff and the company and the individuals they sued are called Defendants.

### **2. What is this lawsuit about?**

This Litigation alleges that Jos. A. Bank, its President/Chief Executive Officer/ Director, Chief Financial Officer/Principal Financial and Accounting Officer/Executive Vice President, and Executive Vice President of Merchandising and Marketing violated the federal securities laws by making materially false and misleading statements during the Class Period, which failed to disclose serious inventory and gross margin problems being experienced by the Company. The Lead Plaintiff alleges that increasing inventory levels caused Defendants to discount prices, which caused Jos A Bank’s gross profit margins to suffer and impacted Jos. A. Bank’s overall financial performance.

Lead Plaintiff alleges that when Defendants disclosed the Company's financial results with lower than expected income and earnings and decreased gross profit margins, Class Members suffered damages as a result of the decline in the price of Jos. A. Bank common stock.

Defendants deny all of Lead Plaintiff's allegations and further deny that they did anything wrong. Defendants also deny that Lead Plaintiff or the Class suffered damages.

### **3. Why is this a class action?**

In a class action, one or more people called class representatives (in this case, the Court-appointed Lead Plaintiff, Massachusetts Labor) sue on behalf of people who have similar claims. All of these people and/or entities are called a class or class members. One judge – in this case, United States District Court Judge William M. Nickerson – resolves the issues for all class members, except for those who exclude themselves from the class.

### **4. Why is there a settlement?**

The Court did not decide in favor of Lead Plaintiff or Defendants. Instead, the lawyers for both sides of the lawsuit have negotiated a settlement, with the assistance of a highly respected mediator, retired judge Daniel Weinstein, which they believe is in the best interests of their respective clients. The settlement allows both sides to avoid the risks and cost of lengthy and uncertain litigation and the uncertainty of a trial and appeals, and permits Class Members to be compensated without further delay. The Lead Plaintiff and its attorneys think the settlement is best for all Class Members.

### **WHO GETS MONEY FROM THE SETTLEMENT**

To see if you will get money from this settlement, you first have to determine if you are a Class Member.

**5. How do I know if I am part of the settlement?**

The Class includes *all Persons who purchased the common stock of Jos. A. Bank between December 5, 2005 and June 7, 2006, inclusive*

**6. Are there exceptions to being included in the Class?**

Yes. Defendants, officers and directors of Jos. A. Bank, members of their immediate families and their legal representatives, heirs, successors and assigns, and any entity in which Defendants have or had a controlling interest, are excluded from the Class. Also excluded from the Class are those Persons who timely and validly request exclusion from the Class pursuant to this Notice.

**7. I'm still not sure if I am included.**

If you still are not sure whether you are included, you can ask for free help. You can call 1-800-\_\_\_\_\_ or visit [www.\\_\\_\\_\\_\\_.com](http://www._____.com) for more information; or, you can call Jack Reise 1-561-750-3000 for more information; or you can fill out and return the claim form described in Question 10 to see if you qualify.

**THE SETTLEMENT BENEFITS – WHAT YOU GET**

**8. What does the settlement provide?**

Defendants' insurers have agreed to pay \$4 million in cash (the "Settlement Fund"). The Settlement Fund, plus interest earned from the date it is established, less costs, fees and expenses (the "Net Settlement Fund"), will be divided among all eligible Class Members who send in valid claim forms ("Authorized Claimants"). Costs, fees and expenses include Court-approved attorneys' fees and expenses, the costs of notifying Class Members, including the costs of printing and mailing this Notice and the cost of publishing newspaper notice, and the costs of claims administration.

**9. How much will my payment be?**

Your share of the Net Settlement Fund will depend on the number of valid claim forms that Class Members send in and how many shares of stock you purchased during the relevant period and when you bought and sold them.

In the event there are sufficient funds in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant's claim, as defined below. If, however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total claim of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant's claim bears to the total of the claims of all Authorized Claimants. Payment in this manner shall be deemed conclusive against all Authorized Claimants.

A "Claim" will be calculated as follows:

[INSERT ALLOCATION]

The date of purchase or sale is the "contract" or "trade" date as distinguished from the "settlement" date.

For Class Members who held Jos. A. Bank common stock at the beginning of the Class Period or made multiple purchases or sales during the Class Period, the first-in, first-out ("FIFO") method will be applied to such holdings, purchases and sales for purposes of calculating a claim. Under the FIFO method, sales of Jos. A. Bank common stock during the Class Period will be matched against stock, in chronological order, first against common stock held at the beginning of the Class Period. The remaining sales of stock during the Class Period will then be matched, in chronological order, against stock held during the Class Period.

An Authorized Claimant will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net loss, after all profits from transactions in Jos. A. Bank



common stock during the Class Period are subtracted from all losses. However, the proceeds from sales of stock which have been matched against stock held at the beginning of the Class Period will not be used in the calculation of such net loss.

The Court has reserved jurisdiction to allow, disallow or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Authorized Claimants. No Person shall have any claim against Lead Plaintiff, Plaintiffs' Counsel, any claims administrator or other Person designated by Lead Plaintiff's counsel or Defendants and/or the Related Parties and/or the Released Persons and/or their counsel based on distributions made substantially in accordance with the Stipulation and the settlement contained therein, the Plan of Allocation, or further orders of the Court. All Class Members who fail to complete and file a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

#### **HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM**

##### **10. How will I get a payment?**

To qualify for a payment, you must send in a claim form. A claim form is enclosed with this Notice. Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it, and mail it in the enclosed envelope postmarked no later than \_\_\_\_\_, 2010.

##### **11. When would I get my payment?**

The Court will hold a hearing on \_\_\_\_\_, 2010, at \_\_\_\_\_, am/pm to decide whether to approve the settlement. If Judge Nickerson approves the settlement, there may be appeals. It is always uncertain whether these appeals can be resolved favorably, and resolving them can take time, perhaps more than a year. It also takes time for all the claim forms to be processed. If there are no

appeals and depending on the number of claims submitted, the Claims Administrator could distribute the Net Settlement Fund as early as nine months after the fairness hearing. Please be patient.

**12. What am I giving up to get a payment or stay in the Class?**

Unless you exclude yourself, you are staying in the Class, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against the Defendants about the same issues in this case or about issues that could have been asserted in this case. It also means that all of the Court's orders will apply to you and legally bind you and you will release your Released Claims in this case against the Defendants. "Released Claims" means all rights, demands, claims (including "Unknown Claims" as defined in the Stipulation) and causes of action of every nature and description, in law or equity, accrued or unaccrued, and whether known or unknown, and whether arising under federal, state, common or foreign law, that Lead Plaintiff or any member of the Class asserted, or could have asserted, arising out of, or relating to, directly or indirectly, the purchase of Jos. A. Bank common stock during the Class Period, and the facts, matters, allegations, transactions, events, disclosures, statements, acts or omissions which were alleged or that could have been alleged in the Litigation.

**EXCLUDING YOURSELF FROM THE SETTLEMENT**

If you do not want a payment from this settlement, but you want to keep the right to sue or continue to sue the Defendants on your own about the same issues in this case, then you must take steps to get out of the Class. This is called excluding yourself or is sometimes referred to as opting out of the Class.

**13. How do I get out of the Class?**

To exclude yourself from the Class, you must send a letter by mail stating that you want to be excluded from *Roy T. Lefkoe v. Jos. A. Bank Clothiers, Inc., et al.*, No. 1:06-cv-01892-WMN. You must include your name, address, telephone number, your signature, and the number of shares of Jos.

A. Bank common stock you purchased between December 5, 2005 and June 7, 2006, inclusive, and the dates and prices of such purchases. You must mail your exclusion request postmarked no later than \_\_\_\_\_, 2010 to:

*Jos. A. Bank Securities Litigation*  
RSM McGladrey, Inc.  
Post Office Box \_\_\_\_\_  
Blue Bell, PA 19422

You cannot exclude yourself on the phone or by e-mail. If you ask to be excluded, you are not eligible to get any settlement payment, and you cannot object to the settlement. You will not be legally bound by anything that happens in this lawsuit.

**14. If I do not exclude myself, can I sue Defendants for the same thing later?**

No. Unless you exclude yourself, you give up any right to sue Defendants for the claims that this settlement resolves. Remember, the exclusion deadline is \_\_\_\_\_, 2010.

**15. If I exclude myself, can I get money from this settlement?**

No. If you exclude yourself, do not send in a claim form to ask for any money. Once you exclude yourself, you will receive no cash payment even if you also submit a claim form.

**THE LAWYERS REPRESENTING YOU**

**16. Do I have a lawyer in this case?**

The Court appointed the law firm of Coughlin Stoia Geller Rudman & Robbins LLP to represent you and other Class Members. These lawyers are called Lead Counsel. The Court also appointed Brown, Goldstein & Levy, LLP as Liaison Counsel. These lawyers will apply to the Court for payment from the Settlement Fund; you will not otherwise be charged for their work. If you want to be represented by your own lawyer, you may hire one at your own expense.

**17. How will the lawyers be paid?**

At the fairness hearing, Lead Plaintiff's counsel will request the Court to award attorneys' fees of \_\_\_\_% of the Settlement Fund and for expenses up to \$\_\_\_\_\_, which were incurred in connection with the Litigation. If awarded, the cost would be \$\_\_\_\_\_ per share. This compensation will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses. To date, Lead Plaintiff's counsel has not received any payment for its services in conducting this Litigation on behalf of the Lead Plaintiff and the Class, nor have counsel been paid for their expenses. The fee requested will compensate Lead Plaintiff's counsel for their work in achieving the Settlement Fund and is well within the range of fees awarded to class counsel under similar circumstances in other cases of this type. The Court may award less than this amount.

**OBJECTING TO THE SETTLEMENT**

You can tell the Court that you do not agree with the settlement or some part of it.

**18. How do I tell the Court that I do not like the settlement?**

If you are a Class Member (and you have not excluded yourself), you can object to the settlement, the request for attorneys' fees and expenses, the awards to Lead Plaintiff or the Plan of Allocation if you do not like any part of it. You can give reasons why you think the Court should not approve the settlement, the request for attorneys' fees and expenses, the awards to Lead Plaintiff or the Plan of Allocation. The Court will consider your views. To object, you must send a signed letter saying that you object to the proposed settlement in *Roy T. Lefkoe v. Jos. A. Bank Clothiers, Inc., et al.*, No. 1:06-cv-01892-WMN. Be sure to include your name, address, telephone number, your signature, the number of shares of Jos. A. Bank common stock purchased between December 5, 2005 and June 7, 2006, inclusive, and the reasons you object to the settlement, the requested attorneys' fees and expenses, the awards to Lead Plaintiff or the Plan of Allocation. Any such

objection must be mailed or delivered such that it is received by each of the following no later than \_\_\_\_\_, 2010:

*Court:*

Clerk of the Court  
United States District Court  
District of Maryland  
U.S. Courthouse, Room 330  
101 West Lombard Street  
Baltimore, Maryland 21201

*Lead Counsel for Plaintiff:*

COUGHLIN STOIA GELLER RUDMAN & ROBBINS LLP  
JACK REISE  
120 East Palmetto Park Road, Suite 500  
Boca Raton, FL 33432

*Counsel for Defendants:*

VENABLE LLP  
JAMES A. DUNBAR  
210 West Pennsylvania Avenue, Suite 500  
Towson, Maryland 21204

**19. What is the difference between objecting and excluding myself from the settlement?**

Objecting is telling the Court that you do not like something about the proposed settlement. You can object *only* if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer applies to you.

**THE COURT'S FAIRNESS HEARING**

The Court will hold a hearing to decide whether to approve the proposed settlement. You may attend, but you do not have to.

**20. When and where will the Court decide whether to approve the settlement?**

The Court will hold a hearing at \_\_\_\_\_ am/pm, on \_\_\_\_\_, 2010, at the United States District Court for the District of Maryland, U.S. Courthouse, Room 330, 101 West Lombard Street Baltimore, Maryland 21201. At this hearing, the Court will consider whether the settlement is fair, reasonable and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. The Court will also decide whether to approve the payment of fees and expenses to Lead Plaintiff's counsel, and the Plan of Allocation. We do not know how long the hearing will take or whether the Court will make its decision on the day of the hearing or sometime later.

**21. Do I have to come to the hearing?**

No. Lead Plaintiff's counsel will answer questions Judge Nickerson may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but you are not required to do so.

**22. May I speak at the hearing?**

You may ask the Court for permission to speak at the hearing. To do so, you must send a letter saying that it is your intention to appear in *Roy T. Lefkoe v. Jos. A. Bank Clothiers, Inc., et al.*, No. 1:06-cv-01892-WMN. Be sure to include your name, address, telephone number, your signature, and the number of shares of Jos. A. Bank common stock purchased between December 5, 2005 and June 7, 2006, inclusive. Your notice of intention to appear must be received no later than \_\_\_\_\_, 2010 by the Clerk of the Court, Lead Plaintiff's counsel, and Defendants' counsel, at the addresses listed in Question 18. You cannot speak at the hearing if you exclude yourself from the Class.

### **IF YOU DO NOTHING**

**23. What happens if I do nothing at all?**

If you do nothing, you will get no money from this settlement. But, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants about the same issues in this case.

### **GETTING MORE INFORMATION**

**24. Are there more details about the settlement?**

This Notice summarizes the proposed settlement. More details are in the Stipulation of Settlement dated January 28, 2010 (“Stipulation”), which has been filed with the Court. You can get a copy of the Stipulation from the Clerk’s office at the United States District Court, District of Maryland, U.S. Courthouse, 101 West Lombard Street Baltimore, Maryland 21201, during regular business hours, or at [www.\\_\\_\\_\\_\\_.com](http://www._____.com).

**25. How do I get more information?**

You can call 1-561-750-3000 or write to Lead Plaintiff’s counsel, Jack Reise, Coughlin Stoia Geller Rudman & Robbins LLP, 120 East Palmetto Park Road, Suite 500, Boca Raton, FL 33432, or visit the Claims Administrator’s website at [www.\\_\\_\\_\\_\\_.com](http://www._____.com). *Please do not call the Court or the Clerk of the Court for additional information about the settlement.*

**26. Special notice to nominees**

If you hold any Jos. A. Bank common stock purchased between December 5, 2005 and June 7, 2006, inclusive as a nominee for a beneficial owner, then, within ten (10) days after you receive this Notice, you must either: (1) send a copy of this Notice by first class mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

*Jos. A. Bank Securities Litigation*  
Claims Administrator  
c/o RSM McGladrey, Inc.  
P.O. Box \_\_\_\_\_  
Blue Bell, PA 19422

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: \_\_\_\_\_, 2010

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
DISTRICT OF MARYLAND